

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Broin Management, LLC		12/28/2006	LIMITED LIABILITY COMPANY: MINNESOTA
RECEIVING PARTY DATA			
Name:	Bank of Oklahoma, National Association, as Administrative Agent		
Street Address:	P. O. Box 2300		
Internal Address:	Attn: Energy Department		
City:	Tulsa		
State/Country:	OKLAHOMA		
Postal Code:	74192		
Entity Type:	national banking association:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2860054	BROIN	
Registration Number:	3011190		
CORRESPONDENCE DATA			
Fax Number:	(918)599-6396		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	918-592-9871		
Email:	debra.pascoe@crowedunlevy.com		
Correspondent Name:	Debra L. Pascoe, CP, Crowe & Dunlevy		
Address Line 1:	321 South Boston Avenue		
Address Line 2:	Suite 500		
Address Line 4:	Tulsa, OKLAHOMA 74103		
ATTORNEY DOCKET NUMBER:	07444-00405		
NAME OF SUBMITTER:	Debra L. Pascoe, CP, Crowe & Dunlevy		

OP \$65.00 2860054

Signature:	/Debra L. Pascoe, CP/
Date:	01/02/2007
Total Attachments: 3 source=2007-01-02_11-59-58[1]#page1.tif source=2007-01-02_11-59-58[1]#page2.tif source=2007-01-02_11-59-58[1]#page3.tif	

**SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST
(TRADEMARKS)
(Broin Management, LLC)**

WHEREAS, BROIN MANAGEMENT, LLC, a Minnesota limited liability company, has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office, as more fully set forth on Schedule 1A (the "Trademarks");

WHEREAS, pursuant to the Credit Agreement dated as of December 28, 2006 (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereinafter referred to as the "Credit Agreement") among Broin Companies, LLC, a South Dakota limited liability company (the "Borrower"), and the financial institutions from time to time party thereto (each a "Lender" and collectively, the "Lenders") and Bank of Oklahoma, National Association (in its individual capacity, "BOK"), as Administrative Agent (in such capacity, together with any successor in such capacity, the "Administrative Agent") have agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, Broin Management, LLC, has entered into a Security Agreement dated as of December 28, 2006 (the "Security Agreement"), in favor of the Administrative Agent;

WHEREAS, pursuant to the Security Agreement, Broin Management, LLC, has granted to the Administrative Agent for the benefit of the Lenders a continuing security interest in all right, title and interest of Broin Management, LLC, in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Broin Management, LLC, as collateral security for the full and complete payment and performance when due of the Obligations, hereby grants to the Administrative Agent for the benefit of the Lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of itself and the lenders observance of the Obligations.

Broin Management, LLC, does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Broin Management, LLC, has caused this Instrument to be duly executed by its officer thereunto duly authorized as of December 28, 2006.

BROIN MANAGEMENT, LLC, a Minnesota limited liability company

By: *Jeff Broin*
Jeff Broin, President

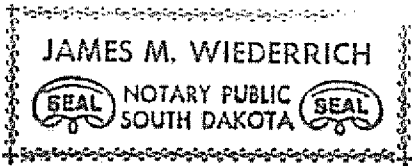
STATE OF SOUTH DAKOTA)
)ss.:
COUNTY OF MINNEHAHA)

On this 28th day of December, 2006, before me personally came Jeff Broin, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President of Broin Management, LLC, a Minnesota limited liability company, and that he executed the foregoing instrument in the firm name of Broin Management, LLC, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

James M. Wiederrich
Notary Public

My commission # _____ expires:

My Commission Expires June 12, 2010



SCHEDULE 1A TO SECURITY AGREEMENT / NOTICE OF SECURITY INTEREST

Trademarks and Trademark Applications

Owned by Broin Management LLC

<u>File Number</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Status</u>
22-0164(B)	BROIN	2860054	6-Jul-04	Section 8 due by 7/6/10
30373	Design of droplet	3011190	1-Nov-05	Section 8 due by 11/1/11